

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MOTORS LIQUIDATION COMPANY *et al.*,

f/k/a/ GENERAL MOTORS CORP. *et al.*,

Debtors.

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)  
) Chapter 11  
)

) Case No. 09-50026 (REG)  
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) Jointly Administered  
)  
)  
)

**ORDER APPROVING THE LOWER LEY CREEK AND  
ONONDAGA NON-OWNED SITE ENVIRONMENTAL SETTLEMENT  
AGREEMENTS AND ENTERING THE STIPULATION AND AGREED ORDER  
BETWEEN THE GUC TRUST AND THE UNITED STATES OF AMERICA**

Upon the Motion (the “**Approval Motion**”)<sup>1</sup> of the United States of America (the “**United States**”) for entry of an order approving (i) Lower Ley Creek Non-Owned Site Consent Decree and Settlement Agreement (the “**Lower Ley Creek Settlement Agreement**”), and (ii) the Onondaga Other Non-Owned Site Consent Decree and Settlement Agreement (the “**Onondaga Settlement Agreement**”) (collectively, the “**Settlement Agreements**”); and it appearing that the relief requested is in the best interests of Debtors’ estates, its creditors and other parties in interest; and the Court having jurisdiction to consider the Approval Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Approval Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and after lodging of the Settlement Agreements with this Court on April 30, 2012, and publication of the Settlement Agreement in the *Federal Register* for public comment; and notice of the

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Approval Motion.

Approval Motion having been filed by the United States on June 13, 2012; and the Court having reviewed the United States' memorandum of law in support of the Approval Motion; and the Court having determined that the legal and factual bases set forth in the Approval Motion establish just cause for the relief granted herein; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

1. **ORDERED** that the Approval Motion is granted;
2. **ORDERED** that the Lower Ley Creek Site Settlement Agreement (Docket No. 11655) is hereby amended in paragraph 4 to reflect a joint Allowed General Unsecured Claim for the United States, on behalf of EPA, and the State of New York, on behalf of NYSDEC, in the amount of \$39,203,434, and approved as fair, reasonable and consistent with environmental law;
3. **ORDERED** that the Onondaga Settlement Agreement (Docket No. 11657) is hereby approved as fair, reasonable and consistent with environmental law, and that it is hereby clarified that the "matters addressed" in paragraph 22 do not include claims by the Town of Salina ("**Salina**") against the Debtors or the GUC Trust set forth in Salina's proof of claim number 47953 that relate to response costs, including investigative and remedial costs, incurred or to be incurred by Salina in connection with the Salina Landfill subsite of the Onondaga Lake Site, with the exception of any claims by Salina for past unreimbursed or future oversight costs incurred by EPA in connection with the Salina Landfill subsite of the Onondaga Lake Site;
4. **ORDERED** that the Stipulation and Agreed Order between the GUC Trust and the United States of America (Docket No. 11656) is hereby entered;
5. **ORDERED** that the parties to the Settlement Agreements are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order;

6. **ORDERED** that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and

7. **ORDERED** that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York  
Date: June 29, 2012

s/ Robert E. Gerber  
United States Bankruptcy Judge